



Maple Leaf Foods COMPANY POLICY

Function: Human Resources	Last Reviewed: June 2017
Policy Title: Code of Business Conduct	Next Review: June 2019
Policy Owner (VP/SVP): Senior Vice President, People	Effective Date: <i>If different than Last Reviewed date</i>
Review Frequency: Biennial Review	Version: <i>Optional</i>

SCOPE:

This policy applies to:

All Maple Leaf Foods Inc. (MLF) and subsidiary employees; including full time, part time, temporary, student and contract employees.

Table of Contents

1. COMMITMENT TO ETHICAL CONDUCT2

2. COMPLIANCE WITH LAWS AND REGULATIONS.....2

2.1 Adherence to Applicable Laws and Regulations 2

2.2 Dealing with Government Officials..... 2

3. CONFLICT OF INTEREST3

3.1 Avoiding Conflict of Interest 3

3.2 Avoiding the Appearance of Conflict of Interest 3

3.3 Disclosure 3

3.4 Outside Activities..... 3

3.5 Bribes and Kickbacks 3

3.6 Purchasing Decisions..... 4

3.7 Investments/Securities Trading 4

3.8 Family and Friends 4

4. HANDLING COMPANY ASSETS.....5

4.1 Care of Assets..... 5

4.2 Personal Use of Company Assets 6

4.3 Theft 6

5. GIFTS AND ENTERTAINMENT – WE PAY OUR OWN WAY.....6

5.1 EXAMPLES AND GUIDELINES 7

Examples 7

<i>Guidelines</i>	7
6. INTEGRITY OF BOOKS AND RECORDS	8
7. CONFIDENTIALITY AND SECURITY OF INFORMATION	8
7.1 <i>Protection of Personal Information</i>	8
7.2 <i>Proprietary Information</i>	9
7.3 <i>Post Employment</i>	9
7.4 <i>Electronic Data</i>	9
7.5 <i>Inventions and Intellectual Property</i>	9
8. COMMUNICATION	9

CODE OF BUSINESS CONDUCT

1. COMMITMENT TO ETHICAL CONDUCT

The management of Maple Leaf Foods (“Maple Leaf”) is committed to ensuring that Maple Leaf and its employees demonstrate the highest standards of ethics and integrity in all business activities.

Our business philosophy is based on the fundamental values of RESPECT and INTEGRITY in all of our business relationships and activities both within and outside the Company. We have the RESPONSIBILITY to fulfill our commitments with the highest of ethical standards.

These standards will apply both to how Maple Leaf conducts its internal affairs and to how each Maple Leaf business conducts its dealings with customers, suppliers, competitors, and the communities in which we operate.

Guidelines are developed and reviewed by an Ethics Committee, which is chaired by the Chief Executive Officer. The Senior Vice President, People acts as Secretary of the Committee.

2. COMPLIANCE WITH LAWS AND REGULATIONS

2.1 Adherence to Applicable Laws and Regulations

Maple Leaf and its employees are expected to comply at all times with all applicable laws and regulations. Maple Leaf will not condone the activities of any employee who violates the law or engages in unethical business practices, even if those activities yield results. No activity may be carried on that will not stand the closest possible public scrutiny. Accordingly, employees must ensure that their conduct cannot be interpreted as being in any way in contravention of the laws and regulations governing Maple Leaf’s operations. If you are in doubt about the application or interpretation of any legal requirement, you should refer the matter to your supervisor.

2.2 Dealing with Government Officials

Dealings with government officials by Maple Leaf or any Maple Leaf representative are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any government, government official or Maple Leaf. Participation, whether directly or indirectly, in any bribes, kickbacks, improper profit-sharing arrangements, illegal gratuities or improper inducements or payments to any government official is expressly forbidden, notwithstanding that they might further Maple Leaf business interests. The restrictions in this section apply to all Maple Leaf business activities and operations around the world, even where such practices may be locally considered to be a way of "doing business" or necessary in a particular country in question.

In addition, Maple Leaf and Maple Leaf Representatives must comply with the Corruption of Foreign Public Officials Act (Canada) and The Foreign Corrupt Practices Act (U.S.) (the "FCPA") as well as local anti-corruption laws in the countries in which Maple Leaf operates (collectively, the "Anti-Corruption Laws"). Under these laws, it is illegal to offer or make a "payment" or other benefit, whether directly or indirectly through a third party acting on Maple Leaf’s behalf, to a government official in order to induce favourable business treatment, such as obtaining or

retaining business or some other advantage in the course of business. Note that as indicated by its definition, the term "government official" is very broad and includes low-ranking employees of a government or a state-owned entity, political parties and candidates for political office. The definition of "benefit", which for purposes of this Code is treated as a "payment", is similarly broad and includes payments involving travel and entertainment, certain charitable contributions or political donations, sponsorships or other provision of goods and services.

3. CONFLICT OF INTEREST

3.1 Avoiding Conflict of Interest

Each employee is expected to give his or her first business loyalty to Maple Leaf. Where we are entrusted with making decisions and choices for Maple Leaf it is essential that these decisions are (and are seen to be) free of any inappropriate bias arising from personal relationships or the opportunity for personal gain.

3.2 Avoiding the Appearance of Conflict of Interest

We always act in such a manner that your conduct will bear the closest scrutiny. Not only actual conflict of interest, but even the appearance of conflicts is avoided. Perception of conflict of interest can be just as damaging as an actual conflict of interest.

3.3 Disclosure

Everyone is expected and obligated to disclose to their supervisor any circumstances that create, or might appear to create, a conflict of interest. This disclosure should be done in writing (e-mail is acceptable) and copied to local Human Resources. The purpose of doing this in writing is to facilitate the tracking and cataloguing of cases so that they might be used for future reference and guidance and to ensure that there is no doubt that the disclosure was made. Human Resources will maintain the tracking mechanism.

Depending upon the nature of the conflict and the particular circumstances, a procedure for dealing with the conflict will be prescribed by the appropriate Maple Leaf authority and accepted in writing by the employee involved.

Prompt and full disclosure is the best way to avoid compromising situations and to reduce our risk of becoming entangled in any appearance of compromise.

The rest of this section deals with a number of circumstances where conflicts of interest may arise and where disclosure in writing should be made.

3.4 Outside Activities

Outside employment, whether for another company or for yourself, can create a perceived conflict of interest. It is strongly discouraged at every level and will be prohibited under the following circumstances:

- If it interferes in any way with the performance of your duties.
- If it is connected in any way with a company that has any business relations with Maple Leaf.
- If it is a business competitor.
- If it calls upon the primary professional skills for which you are employed at Maple Leaf and could result in a potential or perceived conflict of interest.

Directorships are dealt with on a case-by-case basis. In certain circumstances, they can benefit both the employee and Maple Leaf. In others, they can be viewed as a conflict of interest or a hindrance to one's primary duties.

If you are at all unsure as to whether your outside employment or directorship violates the above rules, you should check with your supervisor and ensure that the conclusion is documented.

Maple Leaf encourages employees to engage in volunteer community activities. However, these should be disclosed to your supervisor if they might appear to compete for your time and attention to your responsibilities.

3.5 Bribes and Kickbacks

As Maple Leaf employees, or as an agent or representative, we do not offer, give, solicit, or receive any form of bribe, kickback, or improper inducement in order to secure business or regulatory approval. This principle applies to Maple Leaf transactions everywhere in the world, even where the practice is widely considered "a way of doing business."

3.6 Purchasing Decisions

The selection of suppliers and tendering of goods or services to Maple Leaf shall be based on quality, price, service and benefit to Maple Leaf.

We never exert, or attempt to exert, influence to obtain special treatment on behalf of a particular supplier. Even to appear to do so can undermine the integrity of our established procedures. It is essential that suppliers competing for Maple Leaf's business have confidence in the integrity of our selection process.

Maple Leaf has a significant commitment to creating social value, primarily through the Maple Leaf Centre for Action on Food Security. To support these efforts, Maple Leaf may seek either financial or gifts in kind from external stakeholders, including suppliers. This outreach may include fundraising campaigns or individual requests for contributions. Suppliers may also voluntarily seek to provide pro bono services as a contribution to the Centre and its work.

It is a fundamental principle that any support that the Company receives for charitable causes must never compromise the impartiality of the relationship that we have with our suppliers. Any efforts to seek funds or accept funds or gifts in kind from suppliers, must be approved in advance by the President and CEO and the Ethics Committee, and any such requests must be conducted under the supervision of the SVP Operations, Supply Chain and Purchasing or his designate. Such donations will be tracked by Internal Audit and reported to the Ethics Committee.

Maple Leaf employees are prohibited from soliciting suppliers for charitable donations without this approval.

3.7 Investments/Securities Trading

Investing: Employees do not invest in any organization that competes with or has a business relationship with Maple Leaf in any way that such investment could create a conflict of interest. This policy does not prohibit personal investments in widely traded public companies, unless the size of the investment could create the perception of a conflict of interest. Generally, any investment which represents less than 1% ownership a company will not create a conflict.

People who trade in financial or currency instruments on behalf of Maple Leaf are prohibited from trading in the same instruments on any other account.

No Maple Leaf employee shall deal in tradable commodities that are core to our businesses (e.g. hogs).

Insider trading is making use of non-public material information about Maple Leaf, its customers or suppliers, to achieve an unfair advantage in the buying or selling of shares or other securities. It is illegal, and you must avoid it. Tipping, which is providing inside information to another party for the purpose of achieving an unfair market advantage, is also illegal.

3.8 Family and Friends

While conflict of interest guidelines are not intended to interfere unduly with your family or personal life, there are situations where the actions of family members and close friends may constitute a conflict of interest for you.

Examples:

- If your spouse, a relative, or a close personal friend is an employee of, or has a substantial interest in, a business seeking to provide goods and services to Maple Leaf, you cannot be involved in making any decisions regarding that business. You must also ensure that your position in Maple Leaf does not (and in no way appears to) influence the bidding, product qualification, or negotiation processes in any way.
- If you are directly involved in purchasing, or research and development functions, where a family member's employment position (with a competitor, supplier, or customer of Maple Leaf) may place you in a conflict of interest, disclose the situation to your manager immediately.

Maple Leaf fully supports relatives working in the organization as we are always trying to attract top talent. However, it is our strong preference that they should not report within the same organizational line or where there is a significant sphere of influence. In this respect, relatives are defined as direct family members including parents,

grandparents, grandchildren, aunts/uncles, cousins, siblings and those who share a conjugal relationship. The same organizational line means a reporting relationship whereby, the junior person would fall under the supervision of the senior one if you traced a line up the organization chart. For example, if a financial analyst reported to a financial manager who in turn reported to a director, who in turn was a subordinate of a VP Finance, we would discourage the situation where the analyst and the VP were related. Significant sphere of influence refers to a situation where one relative, although in a different reporting line, still could have significant influence over the other relative. For example, a senior Human Resources executive may not be in a situation where a relative is in the same organizational line, but if the Human Resources executive supported the same function or department, there would be a situation of significant sphere of influence.

Where such reporting relationships are unavoidable or are actually in the best interests of the Company, the Ethics Committee may approve the reporting relationship with appropriately established governance mechanisms in place for processes such as PAD/LER completion, promotions, transfers, compensation decisions, other career issues, etc., and as long as the reporting structure is greater than two organizational levels removed.

Should a function wish to apply for such a waiver, the following will apply:

- If the senior individual is an executive or a member of the Senior Management Forum in a function, the head of the function unit may apply to the Ethics Committee outlining the proposed reporting relationship, the reason for the exception and the governance processes that are being established.
- If neither of the two people in question are executives or members of the Senior Management Forum, the same submission is made but to the Chief Operating Officer or the Chief Executive Officer for approval.

Situations that have existed before the adoption of the Code of Business Conduct (1999) may be permitted to continue but must be disclosed to your Human Resources staff.

Situations that develop as a result of a new relationship must follow the guidelines outlined above.

The hiring of temporary staff or summer students need not adhere strictly to the foregoing procedures, but function or department leads need to be mindful of the perceptions of conflicts that can arise and structure the work and the supervision of same with this in mind.

Situations may arise where family members of a controlling shareholder work in the Company. In these cases, all approvals for same will be made by the independent members of the Board of Directors.

4. HANDLING COMPANY ASSETS

We are all entrusted with the care and use of company assets with the expectation that they will be used for the benefit of, and as directed by, Maple Leaf. Using company assets (whether physical, financial, or time) for your personal gain is a violation of this trust. You may not, therefore, obtain, use, or divert Maple Leaf property for your personal gain or benefit, or for the personal gain or benefit of anyone else.

4.1 Care of Assets

You are responsible for the proper use and security of company property entrusted to you. You should ensure that all Maple Leaf property assigned to you is maintained in good condition. You should be able to account for such equipment at all times in accordance with established procedures. The loss of company assets should be reported immediately to your supervisor.

Information and records are important company assets. All records, whether paper or electronic formats, should be properly filed and stored in order to protect them from loss or damage, to reduce the possibility of inadvertent disclosure of confidential information, and to ensure ready access by others who may need to refer to them. Destruction of information, in any format, must comply with established procedures.

All information and records are retained and disposed by policy and procedures that identify authentic, official records, set retention periods based upon law and Maple Leaf requirements and govern the Company's records management program. These procedures are outlined in the Records Management Policy, available on the MyMLF portal.

4.2 Personal Use of Company Assets

Any use of Maple Leaf property or services that are not solely for the benefit of Maple Leaf must be approved in advance by your supervisor.

Common sense dictates that some items, such as the occasional local phone call on personal affairs, are acceptable, for example, while having your club newsletters processed by the Maple Leaf mailroom clearly is not. Use good judgment and, if in doubt, err on the side of disclosure and getting approval.

Company computing systems and equipment, plus all information contained within these assets, are provided to employees as necessary tools for job performance. We are all expected to use these tools in full accordance with relevant Maple Leaf policy.

Company cars may be made available to certain employees with an expectation of a reasonable amount of personal use, subject to applicable Maple Leaf policy.

Company time is a valuable asset. We all have an obligation to be honest with time, to perform your job to the best of your abilities, and to report to work in a manner fit to perform all assigned duties.

If you have any doubt as to the appropriate use of any company property, assets, or services, ask your supervisor.

4.3 Theft

Theft of Company assets is the most fundamental breach of the employment relationship. Maple Leaf will not tolerate theft under any circumstances and will terminate and prosecute in such situations.

5. GIFTS AND ENTERTAINMENT – WE PAY OUR OWN WAY

Receiving gifts or entertainment from suppliers, potential suppliers or customers is against Maple Leaf policy. Entertainment could include drinks, dinners, event tickets, parties, trips and the like. Notwithstanding, it is recognized that some business entertainment or social activity with business associates may be appropriate and beneficial to Maple Leaf when undertaken with discretion. The following guidelines are not intended to prevent the development of close relationships with suppliers or customers, rather they are intended to indicate how these can be developed while still ensuring that Maple Leaf's interests are protected and that the integrity of Maple Leaf and its employees is maintained. We believe that a "we pay our own way" philosophy sends a powerful message with respect to our ethical standards, which can only enhance our business reputation.

1. If there is a good business case for entertaining or socializing with business contacts in your role as a Maple Leaf employee, you must pay for all costs of such entertainment and apply for reimbursement through the established expense claim process.
2. If you participate in business related entertainment that advances Maple Leaf interests but where it is inappropriate or impossible for Maple Leaf to pay (e.g. social courtesy and grace would make attempted payment offensive to the host) then you should accept the entertainment graciously on behalf of Maple Leaf, and disclose it to your supervisor in writing, preferably in advance.
3. If you are offered business entertainment in your role as a Maple Leaf employee that does not advance Maple Leaf's business goals, decline it graciously.

Circumstances may develop where business contacts from supplier organizations have been, are or become personal friends. This should be handled with care. The Code of Business Conduct is not meant to interfere with friendships, but we must exercise discretion to avoid any real or perceived conflicts. Where possible, we should always seek to follow the "We Pay Our Own Way Principle" where entertainment is concerned. Visits to an individual's personal home may preclude this and are permitted.

We should also ensure we excuse ourselves from any business dealings that might include a personal friend.

Finally, when in doubt, it is always constructive to disclose the relationship to your supervisor, and how that relationship may affect the company.

The following examples and guidelines will help you to determine how to manage gift and entertainment issues.

5.1 EXAMPLES AND GUIDELINES

<i>Examples</i>	<i>Guidelines</i>
You are offered cash, bonds, negotiable securities etc.	Do not accept it. This is clearly unacceptable. Such an offer should be reported to your supervisor immediately, in writing.
A supplier offers to pay all of your expenses, including travel, to a trade show or to view a product.	You should not accept this offer. If it is appropriate for you to attend, Maple Leaf will pay for your expenses and arrange for you to attend the show or product viewing.
A holiday gift basket arrives for you, either at work or at home.	The gift should be returned, if possible, or handed over to your supervisor. A letter of thanks should be sent to the gift giver indicating where the gift was sent (e.g. to a charity or shared among other Maple Leaf employees).
An out-of-town supplier's representative calls and offers to take you and your spouse out to a luxury dinner that evening to discuss their newest products.	You decline the offer of the evening dinner, but suggest that you meet the following day for a modest business breakfast or lunch to discuss their products. Maple Leaf will pay for the meal through normal expense procedures.
You understand that a Maple Leaf supplier is willing to provide gifts or supplies to support a Maple Leaf holiday party, golf tournament, etc.	You should neither solicit nor accept product from suppliers.
You are asked to solicit support or sponsorship of a local sports team or local event by using your position at Maple Leaf.	You should not use your position at Maple Leaf to influence others. Any requests for sponsorship should be handled through the appropriate divisional procedures.
You are invited to attend a golf tournament.	You should discuss the invitation with your supervisor. If the time to be spent will be useful to Maple Leaf, your attendance may be approved. Where possible and appropriate, Maple Leaf will pay for your fees.
You are attending a golf tournament and win the tournament or a prize for some other accomplishment (e.g.; closest to the pin).	Decline the prize.
You attend a golf tournament and there is a raffle for prizes/cash.	All purchased tickets should be expensed and any winnings declined.
You are offered a free fishing trip, ski trip etc. by a Maple Leaf supplier.	Maple Leaf employees are not permitted to accept such offers.
You are offered sports or cultural events tickets.	If there is a good business case for attending the event with the giver and it is not practical for Maple Leaf to pay for it, accepting these tickets is acceptable,

<i>Examples</i>	<i>Guidelines</i>
	provided it is fully disclosed to your supervisor, in writing and in advance of the event.
You are working with a supplier and the meeting extends over the lunch hour.	You suggest that you continue the discussion over lunch, and eat at an establishment that permits you to continue your work. Maple Leaf will pay for the meal through normal expense procedures. Bill splitting is discouraged – you should pay for the supplier and expense.
You are offered promotional items from a supplier (e.g. cap, mug, pen, etc.).	You may accept promotional items with a value of \$20 or less. More expensive promotional items should be declined.

6. INTEGRITY OF BOOKS AND RECORDS

Maple Leaf has clearly established procedures for the maintenance of books, transactions, and records. Following these procedures, with full disclosure of all facts—good and bad—ensures the integrity of Maple Leaf’s accounting and business records. All records-keeping documents, whether paper or electronic, are to be properly maintained to facilitate the preparation of accurate financial statements, asset management records, and production of accurate Management Control Reports.

Everyone who makes business decisions is accountable for those decisions and is required to report the results promptly. The integrity of all records thus determines the quality of business decisions made by Maple Leaf and the health of the business.

Any deviation from accounting or record-keeping procedures, whatever the motivation, is damaging to the interests of Maple Leaf and will be regarded as grounds for dismissal.

The following are examples of circumstances or transactions that are clearly prohibited:

- Maintenance of any account, fund or other asset that is not reflected in the books or records of Maple Leaf.
- Documentation that intentionally misrepresents a transaction (e.g. dummy or false receipts or invoices, false declarations, misleading reports).
- Delaying the recording of a transaction or advancing the recording of a transaction to match budget timing.
- Grouping, splitting or misrepresenting transactions to obscure their true nature.

All Maple Leaf records are governed by legal, regulatory, business and historical requirements and the rules for retention and disposition are set out in the Maple Leaf Records Retention / Disposition Schedule. This Schedule can be accessed through the Records Management Policy, available on the MyMLF portal).

7. CONFIDENTIALITY AND SECURITY OF INFORMATION

The handling of information is an area where Maple Leaf particularly relies on the integrity, discretion, and common sense of every employee: information is a key corporate asset. Employees who have access to confidential information—proprietary, technical, business, financial, joint-venture, customer and employee information that is not available publicly—must take every precaution to keep it confidential. The duty of confidentiality not only prohibits the disclosure of confidential information to others, but also prohibits the use of confidential information for unauthorized purposes.

Any attempts by any unauthorized person to obtain information or to enter restricted company premises should be reported to your supervisor as soon as possible, by whatever means possible. A follow-up in writing should also be initiated.

7.1 Protection of Personal Information

Maple Leaf Foods takes protection of your personal information seriously, including when we use outside service providers to store, manage and process information, which may include personal information of employees. It is

possible these service providers process or store personal information outside Canada or the US. We want to assure you that we continue to impose on these service providers' high standards for cybersecurity, however we cannot guarantee that information in other jurisdictions won't be accessed by foreign law enforcement, courts, and national security authorities.

7.2 Proprietary Information

Maintaining the security of proprietary information is vital to Maple Leaf. For example, if proprietary information of even a general nature is made available to a competitor, it may give them a market advantage over Maple Leaf. Or, if a competitor gains specific business or technical information it could permit them to avoid costly research expense and development time thereby giving them a strong competitive advantage over Maple Leaf. It is your duty to maintain all confidentiality procedures to prevent any breaches of security.

7.3 Post Employment

Your obligation and legal responsibility to protect and not divulge Maple Leaf's proprietary and confidential information continues even after you leave Maple Leaf's employment, including solicitation of Maple Leaf employees.

7.4 Electronic Data

The increasing use of and dependence upon electronic technology (computer files, e-mail, and social media) presents a challenge to security of information. You should exercise particular care to follow procedures and guidelines established for the secure use of these types of technology and protection of company information.

Computers and all portable media devices used to record business related information should be afforded a high level of security. Since the information stored in this way is not visible it is easy to forget that it is vulnerable. All storage, maintenance and backup procedures must be carefully followed. Use of free third party online storage sites to store or transmit business data is strictly prohibited, unless approved by Information Solutions.

7.5 Inventions and Intellectual Property

All inventions, intellectual property, manufacturing process innovations, and management innovations arising from employment with Maple Leaf, which are made or conceived in the course of your employment, are naturally the property of Maple Leaf. Sharing or transferring of such intellectual property is prohibited without express written permission of Maple Leaf.

8. COMMUNICATION

Meeting our commitment to integrity and high ethical standards requires a clear communication of expectations and honest feedback on performance.

Maple Leaf will make every effort to ensure that you are informed of the policies, guidelines, rules, and procedures for which you are to be held accountable. You can expect your supervisors and managers to provide appropriate training and clarification.

Every Maple Leaf employee holds a position of trust and a part of this trust must be the obligation to report promptly, fairly and accurately any conduct or circumstance that may be contrary to this Code of Business Conduct, relevant laws or regulations, or against the interests of Maple Leaf generally. Although you may find this difficult to do, it is a critical component of any code of ethical conduct. In the vast majority of cases, violations are only detected by other employees. As a result, failure to report breaches can be as serious as the misconduct itself.

To report a breach of policy you should contact one of the following:

- Your Human Resources Department
- Your supervisor
- Your department or function head
- Any member of the Ethics Committee, names of which will be kept up to date in the Ethics Line Policy, available on the MyMLF portal.

All information will be received in confidence.

The person receiving the report must create a record of its receipt and of the disposition of the situation to be forwarded to Human Resources.

Alternatively, you may call the ***EthicsLine***. A third party agent will confidentially record your concern (anonymously if you wish) and pass it to the appropriate authority in Maple Leaf for investigation (refer the ***EthicsLine Policy*** for more details).

The EthicsLine can be accessed by telephone or via we-based reporting as follows:

- In North America: 1-866-890-8901
- Outside North America (collect calling): 1-678-250-7508
- [HTTP://ETHICSLINE.MAPLELEAF.COM](http://ETHICSLINE.MAPLELEAF.COM)

No retaliatory action will be taken or permitted to be taken against you if you make a good faith report of a violation. Retaliation is broadly defined to include conduct that intimidates, coerces, penalizes, or otherwise discriminates against a person because they have made or attempted to make a complaint or have participated in the investigation of a complaint.